

**CONSOLIDATED REPORT OF THE SCRUTINIZER**

*[Pursuant to Section 108 of the Companies Act, 2013 and  
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]*

To  
**Mr. Hitesh Shah**  
Chairman & Whole Time Director  
**Euro Multivision Limited**  
F 12, Ground Floor, Sangam Arcade,  
Vallabhbai Road, Vile Parle - (West),  
Mumbai- 400056

Respected Sir,

**Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and Voting by Poll at 12<sup>th</sup> Annual General Meeting (AGM) of members of Euro Multivision Limited ('the Company') held on Friday, 30<sup>th</sup> September, 2016 at 11.30 a.m.**

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:
  - a) Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
  - c) Scrutinizing the votes cast through Polling Paper (at the AGM) for those shareholders, who do not access to e-voting facility in terms of provisions of Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;



in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 7 as set out in the Notice of 12<sup>th</sup> AGM of the members of the Company dated 26<sup>th</sup> August, 2016.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the remote e-voting process and poll conducted at the AGM and is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility and poll conducted at the AGM in a fair and transparent manner.
3. The Notice of the AGM dated 26<sup>th</sup> August, 2016 along with Statement setting out material facts under Section 102 of the Act was dispatched to the shareholders through courier on Monday, 5<sup>th</sup> September 2016. The said Notice was dispatched on the basis of Register of Members made available by M/s. Link Intime Private Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday 26<sup>th</sup> August, 2016.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Dainik Mahasagar" on Thursday, 8<sup>th</sup> September, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Tuesday, 27<sup>th</sup> September, 2016 (9.00 a.m.) till Thursday, 29<sup>th</sup> September, 2016 (5.00 p.m.).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 23<sup>rd</sup> September, 2016.
7. As required under the said rules, after the closure of physical voting by Polling Papers at the AGM, the votes cast through poll were counted; thereafter the votes cast under remote e-voting facility were unblocked in the presence of CS Khyati Panchal and Ms. Priyadatta Banerjee who are not in employment with the Company.
8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.

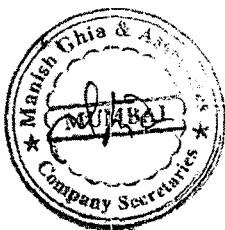


9. Summary of the remote e-voting and poll at the AGM is as follows:

**ORDINARY BUSINESS**

**Resolution No.1**

Particulars		Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2016 and the Reports of the Directors' and of the Auditors thereon.							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	
Promoter and Promoter Group	E-Voting	11230439	11230439	100.00	11230439	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Total (A)	11230439	11230439	100.00	11230439	0	100.00	0.00	
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Total (B)	0	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting	12569610	4235115	33.69	4225403	9712	99.77	0.23	
	Poll		94	0.001	94	0	100.00	0.00	
	Total (C)	12569610	4235209	33.69	4225497	9712	99.77	0.23	
Total (A+B+C)		33737717	15465648	64.98	15455936	9712	99.94	0.06	
Result: May be considered passed with requisite majority									



Resolution No.2

Particulars		Ordinary Resolution to ratify appointment of M/s. Deepak Maru & Co, Chartered Accountants (Firm Registration No: 115678W), as Statutory Auditors of the Company to hold office from the conclusion of 10 <sup>th</sup> Annual General Meeting till the conclusion of 15 <sup>th</sup> Annual General Meeting and to authorize the Board of Directors to fix their remuneration.							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	
Promoter and Promoter Group	E-Voting	11230439	11230439	100.00	11230439	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Total (A)	11230439	11230439	100.00	11230439	0	100.00	0.00	
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Total (B)	0	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting	12569610	4235115	33.69	4225403	9712	99.77	0.23	
	Poll		94	0.001	94	0	100.00	0.00	
	Total (C)	12569610	4235209	33.69	4225497	9712	99.77	0.23	
Total (A+B+C)		33737717	15465648	64.98	15455936	9712	99.94	0.06	
Result: May be considered passed with requisite majority									



Resolution No.3

Particulars		Ordinary Resolution for appointment of Mr. Hitesh Shah (DIN: 00043059) as Director of the Company.							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	
Promoter and Promoter Group	E-Voting	11230439	11230439	100.00	11230439	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Total (A)	11230439	11230439	100.00	11230439	0	100.00	0.00	
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Total (B)	0	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting	12569610	4235115	33.69	4225403	9712	99.77	0.23	
	Poll		94	0.001	94	0	100.00	0.00	
	Total (C)	12569610	4235209	33.69	4225497	9712	99.77	0.23	
Total (A+B+C)		33737717	15465648	64.98	15455936	9712	99.94	0.06	
Result: May be considered passed with requisite majority									



Resolution No.4

Particulars		Ordinary Resolution for appointment of Mr. Hitesh Shah (DIN: 00043059) as Whole - Time Director of the Company.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	11230439	11230439	100.00	11230439	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (A)	11230439	11230439	100.00	11230439	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)	0	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-Voting	12569610	4235115	33.69	4225403	9712	99.77	0.23
	Poll		94	0.001	94	0	100.00	0.00
	Total (C)	12569610	4235209	33.69	4225497	9712	99.77	0.23
Total (A+B+C)		33737717	15465648	64.98	15455936	9712	99.94	0.06
Result: May be considered passed with requisite majority								



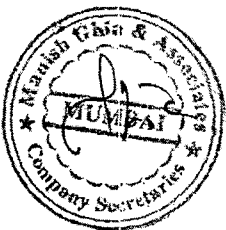
Resolution No.5

Particulars		Ordinary Resolution for appointment of Mr. Navin P Nandu (DIN: 07114744) as an Independent Director for period of 5 (Five) years w.e.f. conclusion of this Annual General Meeting.							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled	
Promoter and Promoter Group	E-Voting	11230439	11230439	100.00	11230439	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Total (A)	11230439	11230439	100.00	11230439	0	100.00	0.00	
Public-Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Total (B)	0	0	0.00	0	0	0.00	0.00	
Public - Non Institutions	E-Voting	12569610	4235115	33.69	4225403	9712	99.77	0.23	
	Poll		94	0.001	94	0	100.00	0.00	
	Total (C)	12569610	4235209	33.69	4225497	9712	99.77	0.23	
Total (A+B+C)		33737717	15465648	64.98	15455936	9712	99.94	0.06	
Result: May be considered passed with requisite majority									



Resolution No: 6

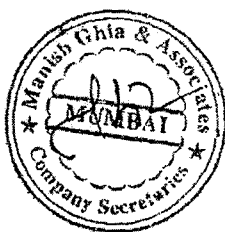
Particulars		Ordinary Resolution for appointment of Mr. Margen V Gada (DIN: 05340444) as an Independent Director of the Company for the period of 5 (Five) years w.e.f. conclusion of this Annual General Meeting.							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against		% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	11230439	11230439	100.00	11230439	0	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	
	Total (A)	11230439	11230439	100.00	11230439	0	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	
	Total (B)	0	0	0.00	0	0	0	0.00	0.00
Public - Non Institutions	E-Voting	12569610	4235115	33.69	4225403	9712	0	99.77	0.23
	Poll		94	0.001	94	0	100.00	0.00	
	Total (C)	12569610	4235209	33.69	4225497	9712	0	99.77	0.23
Total (A+B+C)		33737717	15465648	64.98	15455936	9712	0	99.94	0.06
Result: May be considered passed with requisite majority									





Resolution No.7

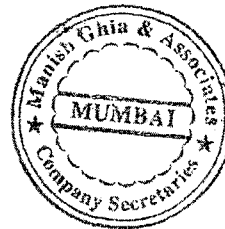
Ordinary Resolution for appointment of Mrs. Lata T Mehta (DIN: 02027592) as an Independent Director of the Company for the period of 5 (Five) years w.e.f. conclusion of this Annual General Meeting.									
Particulars									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against		% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	11230439	11230439	100.00	11230439	0	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	
	Total (A)	11230439	11230439	100.00	11230439	0	0	100.00	0.00
Public-Institutions	E-Voting	0	0	0.00	0	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00	
	Total (B)	0	0	0.00	0	0	0	0.00	0.00
Public - Non Institutions	E-Voting	12569610	4235115	33.69	4225403	9712	99.77	0.23	
	Poll		94	0.001	94	0	100.00	0.00	
	Total (C)	12569610	4235209	33.69	4225497	9712	99.77	0.23	
Total (A+B+C)		33737717	15465648	64.98	15455936	9712	99.94	0.06	
Result: May be considered passed with requisite majority									



I further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s, and also the Ballot Box used at the venue of the AGM, duly sealed; and
- b. The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman for safe keeping.

For Manish Ghia & Associates  
Company Secretaries



A handwritten signature in black ink, appearing to read "M. Ghia".

CS Manish L. Ghia  
Partner

Place: Mumbai  
Date: 1<sup>st</sup> October, 2016

M. No. FCS 6252 C. P. No. 3531

Countersigned by:

A handwritten signature in black ink, appearing to read "H. Shah", is written over a circular stamp. The stamp contains the text "EURO MULTIVISION LTD." around the top edge, "MUMBAI" in the center, and a small star at the bottom.

Mr. Hitesh Shah  
Chairman & Whole Time Director  
Euro Multivision Limited

Date 1<sup>st</sup> October, 2016  
Place Mumbai